

Estimated Hearing Date: June 12, 2019 at 9:30 a.m. (Atlantic Standard Time)
Objection Deadline: April 15, 2018 at 4:00 p.m. (Atlantic Standard Time)

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

**Re: ECF Nos. 1063, 1150, 1715,
3269**

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO HIGHWAYS AND
TRANSPORTATION AUTHORITY (“HTA”),

Debtor.

PROMESA

Title III

No. 17 BK 3567-LTS

**SUMMARY OF FIFTH INTERIM APPLICATION OF O’MELVENY & MYERS LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE PUERTO RICO FISCAL
AGENCY AND FINANCIAL ADVISORY AUTHORITY FOR THE PERIOD FROM
OCTOBER 1, 2018 THROUGH JANUARY 31, 2019**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.)

Name of Applicant: O'Melveny & Myers LLP

Authorized to Provide Professional Services to: Puerto Rico Fiscal Agency and Financial Advisory Authority ("AAFAF") as the entity authorized to act on behalf of the Commonwealth of Puerto Rico

Period for which compensation and reimbursement are sought: October 1, 2018 through January 31, 2019

Amount of Compensation sought as actual, reasonable, and necessary: \$180,162.60

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$6,214.30

This is a(n): ___ monthly X interim ___ final application

- Blended Rate in this application for attorneys: \$773/hr
- Blended Rate in this application for all timekeepers: \$677/hr

Prior Monthly Fee Statements Filed:

Compensation Period	Fees Requested	Expenses Requested
May 21, 2017 - May 31, 2017	\$126,501.60	None.
June 1, 2017 - June 30, 2017	\$560,943.36	\$8,141.88
July 1, 2017 - July 31, 2017	\$778,916.62	\$31,702.26
August 1, 2017 - August 31, 2017	\$436,882.81	\$25,743.41
September 1, 2017 - September 30, 2017	\$127,555.42	\$1,945.58
October 1, 2017 - October 31, 2017	\$68,365.17	\$794.84
November 1, 2017 - November 30, 2017	\$70,728.57	\$41.90
December 1, 2017 - December 31, 2017	\$48,669.61	\$5.20
January 1, 2018 - January 31, 2018	\$185,536.05	\$2,005.95
February 1, 2018 - February 28, 2018	\$38,152.78	\$247.40
March 1, 2018 - March 31, 2018	\$38,537.81	\$25.60
April 1, 2018 - April 30, 2018	\$56,110.68	\$12.50
May 1, 2018 - May 31, 2018	\$33,298.81	\$165.60
June 1, 2018 - June 30, 2018	\$19,837.78	\$2.30
July 1, 2018 - July 31, 2018	\$17,164.11	\$8.00
August 1, 2018 - August 31, 2018	\$10,855.80	\$89.90
September 1, 2018 - September 30, 2018	\$16,715.27	\$1,125.00
October 1, 2018 - October 31, 2018	\$72,522.52	\$2,945.84
November 1, 2018 - November 30, 2018	\$64,714.35	\$1,908.77
December 1, 2018 - December 31, 2018	\$49,991.50	\$1,359.69
January 1, 2019 - January 31, 2019	None.	None.
TOTAL INCURRED:	\$2,822,000.62	\$78,271.62

Payments Made to Date:

Compensation Period	Fees Paid	Expenses Paid
May 5, 2017 - May 31, 2017	\$126,501.60	None.
June 1, 2017 - June 30, 2017	\$560,943.36	\$8,141.88
July 1, 2017 - July 31, 2017	\$778,916.62	\$31,702.26
August 1, 2017 - August 31, 2017	\$436,882.81	\$25,743.41
September 1, 2017 - September 30, 2017	\$127,555.42	\$1,945.58
October 1, 2017 - October 31, 2017	\$68,365.17	\$794.84
November 1, 2017 - November 30, 2017	\$70,728.57	\$41.90
December 1, 2017 - December 31, 2017	\$48,669.61	\$5.20
January 1, 2018 - January 31, 2018	\$185,536.05	\$2,005.95
February 1, 2018 - February 28, 2018	\$34,337.50	\$247.40
March 1, 2018 - March 31, 2018	\$34,684.03	\$25.60
April 1, 2018 - April 30, 2018	\$50,499.61	\$12.50
May 1, 2018 - May 31, 2018	\$29,968.93	\$165.60
June 1, 2018 - June 30, 2018	\$17,854.00	\$2.30
July 1, 2018 - July 31, 2018	\$15,447.70	\$8.00
August 1, 2018 - August 31, 2018	\$9,770.22	\$89.90
September 1, 2018 - September 30, 2018	\$15,043.74	\$1,125.00

October 1, 2018 - October 31, 2018	\$65,270.27	\$2,945.84
TOTAL PAID:	\$2,676,975.21	\$75,003.16

TABLE OF SCHEDULES AND EXHIBITS

Schedule A - List and Summary of Hours by Professional

Schedule B - Summary of Hours and Compensation by Matter Code

Schedule C - Expense Summary

Schedule D - Customary and Comparable Disclosures

Exhibit A - Attorney Certification

Exhibit B - Detailed Time and Expense Records

Schedule A

LIST AND SUMMARY OF HOURS AND COMPENSATION BY PROFESSIONAL²

Timekeeper Name	Title	Rate ³	Total Hours	Total Fees
AMALIA Y. SAX-BOLDER	Associate	624.75	8.7	\$5,435.33
BRETT M. NEVE	Associate	647.42	28.8	\$18,614.59
GARO HOPLAMAZIAN	Counsel	743.75	21.0	\$15,618.82
JACOB T. BEISWENGER	Counsel	675.32	49.2	\$33,357.03
RICHARD HOLM	Counsel	686.38	130.1	\$89,192.68
SUZZANNE UHLAND	Partner	1,096.23	16.3	\$17,944.15
TOTAL			254.1	\$180,162.60

² Prior to the submission of this Interim Fee Application, OMM has voluntarily wrote off 26.1 hours and \$18,648.09 in fees incurred by all timekeepers billing less than 8 hours during this Compensation Period.

³ OMM has agreed to honor its 2018 hourly rates through June 30, 2019. The billing rates for certain timekeepers have been adjusted as of January 1, 2019 to reflect promotions effective as of that date. However, no time has been billed in 2019 for HTA through January 31, 2019.

Schedule B

SUMMARY OF HOURS AND COMPENSATION BY MATTER CODE

Task Code	Total Billed Hours	Total Amount
ASSET ANALYSIS AND RECOVERY	4.7	\$3,798.66
BUSINESS OPERATIONS	24.8	\$19,970.50
CASE ADMINISTRATION	0.8	\$754.10
CLAIMS ADMINISTRATION AND OBJECTIONS	12.4	\$8,115.80
CORPORATE GOVERNANCE AND BOARD MATTERS	0.8	\$731.80
LITIGATION	0.2	\$141.95
MEDIATION	26.7	\$20,406.85
PLAN OF ADJUSTMENT	153.4	\$104,593.00
RELIEF FROM STAY AND ADEQUATE PROTECTION	3.4	\$2,514.30
REPORTING	53.0	\$37,783.73
SUBTOTAL	280.2	\$198,810.69
LESS ADJUSTMENTS FOR TRANSITORY TIMEKEEPERS⁴	(26.1)	(\$18,648.09)
GRAND TOTAL	254.1	\$180,162.60

⁴ See footnote 4.

Schedule C

EXPENSE SUMMARY

Description	Total
Copying	\$175.10
Data Hosting Fee	\$1,033.01
Online Research	\$4,950.21
Other Professionals	\$55.98
TOTAL	\$6,214.30

Schedule D

CUSTOMARY AND COMPARABLE DISCLOSURES

Category of Timekeeper	Blended Hourly Rate	
	Billed OMM's Domestic Offices for FY2018 (Excluding Restructuring Matters)	Billed This Case During the Compensation Period
Partner	1,019	934
Counsel/Associate	659	612
Paralegal/Other	282	246
Aggregated	737	677

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¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.)

O'Melveny & Myers LLP ("OMM"), as counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority ("AAFAF") as the entity authorized to act on behalf of the Commonwealth of Puerto Rico, the Puerto Rico Sales Tax Financing Corporation, the Puerto Rico Highways and Transportation Authority, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, the Puerto Rico Electric Power Authority (collectively, the "Debtors"), and certain other public corporations and instrumentalities of the Government of Puerto Rico, pursuant to the authority granted to it under the *Enabling Act of the Fiscal Agency and Financial Advisory Authority, Act 2-2017*, makes its fifth interim application (this "Application") for allowance of compensation, under sections 316 and 317 of PROMESA, of \$180,162.60 and reimbursement of expenses of \$6,214.30 for the period from October 1, 2018 through January 31, 2019 (the "Compensation Period") in accordance with the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated November 8, 2017 [ECF No. 1150], as amended [ECF Nos. 1715, 3269] (the "Interim Compensation Order") and the *Memorandum regarding Fee Review – Timeline and Process*, dated November 10, 2017, (the "Fee Examiner Guidelines"). In support of this Application, OMM respectfully states as follows:

BACKGROUND

1. On May 3, 2017, the Commonwealth of Puerto Rico (the "Commonwealth"), by and through the Financial Oversight and Management Board for Puerto Rico (the "Oversight Board"), as the Commonwealth's representative pursuant to section 315(b) of PROMESA, filed a petition with the Court under title III of PROMESA.

2. On May 5, 2017, the Puerto Rico Sales Tax Financing Corporation (“COFINA”), by and through the Oversight Board, as COFINA’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

3. On May 21, 2017, the Puerto Rico Highways and Transportation Authority (“HTA”), by and through the Oversight Board, as HTA’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

4. On May 21, 2017, the Employees Retirement System for the Commonwealth of Puerto Rico (“ERS”), by and through the Oversight Board, as ERS’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

5. On July 3, 2017, the Puerto Rico Electric Power Authority (“PREPA”), by and through the Oversight Board, as PREPA’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

6. Through Orders of this Court, the Commonwealth, COFINA, HTA, ERS, and PREPA Title III Cases (together, the “Title III Cases”) are jointly administered for procedural purposes only, pursuant to PROMESA section 304(g) and Bankruptcy Rule 1015 [ECF Nos. 242, 537, 1417].

7. On October 6, 2017, the Court entered the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(a) Appointing a Fee Examiner and Related Relief* [ECF No. 1416], which appointed Brady Williamson of Godfrey & Kahn, S.C. to serve as Fee Examiner in the Title III Cases. To date, OMM has worked cooperatively with the Fee Examiner to ensure that AAFAF is provided with cost-effective and efficient services.

8. On December 15, 2017, OMM filed the *First Interim Application of O’Melveny & Myers LLP for Allowance of Compensation for Services Rendered and for Reimbursement of*

Expenses as Counsel to the Puerto Rico Fiscal Agency and Advisory Authority for the Period From May 3, 2017 through September 30, 2017 [ECF No. 2065] for matters related to the HTA Title III case (“OMM HTA First Interim Fee Application”) seeking compensation in the amount of \$2,028,863.49, and reimbursement of expenses in the amount of \$67,533.13.

9. Pursuant to the *Fee Examiner’s Initial Report*, filed on March 1, 2018 (the “Initial Report”), the Fee Examiner recommended approval for \$2,028,863.49 in fees and \$67,533.13 in expenses in connection with the OMM HTA First Interim Fee Application [ECF No. 2645]. On March 7, 2018, such fees and expenses were approved pursuant to the *Omnibus Order Award Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the First Interim Compensation Period from May 3, 2017 through September 30, 2017* [ECF No. 2685] (the “First Omnibus Compensation Order”).

10. On March 19, 2018, OMM filed the *Second Interim Application of O’Melveny & Myers LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Puerto Rico Fiscal Agency and Advisory Authority for the Period From October 1, 2017 through January 31, 2018* [ECF No. 2761] for matters related to the HTA Title III case (“OMM HTA Second Interim Fee Application”) seeking compensation in the amount of \$373,329.40, and reimbursement of expenses in the amount of \$2,847.89.

11. Pursuant to the *Fee Examiner’s Second Report on Professional Fees and Expenses (October 1, 2017–January 31, 2018)*, filed on May 30, 2018 (the “Second Report”), the Fee Examiner recommended approval for \$323,511.03 in fees and \$1,552.83 in expenses in connection with the OMM HTA Second Interim Fee Application [ECF No. 3193]. On June 8, 2018, such fees and expenses were approved pursuant to the *Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the First*

Interim Compensation Period from October 1, 2017 through January 31, 2018 [ECF No. 3279] (the “Second Omnibus Compensation Order”).

12. On July 16, 2018, OMM filed the *Third Interim Application of O’Melveny & Myers LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Puerto Rico Fiscal Agency and Advisory Authority for the Period From February 1, 2018 through May 31, 2018* [ECF No. 3579] for matters related to the HTA Title III case (“OMM HTA Third Interim Fee Application”) seeking compensation in the amount of \$155,651.42, and reimbursement of expenses in the amount of \$451.10.

13. On November 16, 2018, OMM filed the *Fourth Interim Application of O’Melveny & Myers LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Puerto Rico Fiscal Agency and Advisory Authority for the Period From June 1, 2018 through September 30, 2018* [ECF No. 4286] for matters related to the HTA Title III case (“OMM HTA Fourth Interim Fee Application”) seeking compensation in the amount of \$54,282.40, and reimbursement of expenses in the amount of \$1,225.20.

14. This application seeks allowance of compensation and reimbursement of expenses incurred by OMM solely in connection with the HTA related matters described below.

COMPENSATION REQUESTED BY OMM

15. OMM has executed (i) an engagement letter with AAFAF and the Puerto Rico Treasury Department for all work related to the pending Title III cases during Puerto Rico’s 2019 fiscal year (the “Title III Engagement Letter”), and (ii) a separate engagement letter with AAFAF for all work unrelated to the pending Title III cases during Puerto Rico’s 2019 fiscal year (the “Non-Title III Engagement Letter” and together with the Title III Engagement Letter, the “Engagement Letters”). OMM has also (i) agreed to be paid directly by the Government

Development Bank (“GDB”) for all OMM work related to the GDB Title VI restructuring during Puerto Rico’s 2019 fiscal year,² and (ii) signed engagement letters with both the Puerto Rico Electric Power Authority (“PREPA”) and the Puerto Rico Aqueduct and Sewer Authority (“PRASA”) for services to be provided to these agencies during Puerto Rico’s 2019 fiscal year (hereinafter, the “PREPA Engagement Letter” and the “PRASA Engagement Letter”).

16. OMM’s hourly rates are set at a level designed to compensate OMM fairly for the work of its attorneys and paraprofessionals and are disclosed in detail in the Engagement Letter. In light of the unique facts and circumstances of Puerto Rico’s debt restructuring, OMM agreed to provide a 15% discount on all fees incurred under the Engagement Letters, which is reflected in all Monthly Fee Statements submitted during the Compensation Period.³

17. OMM’s rates are appropriate for complex corporate, securities, litigation, and restructuring matters, whether in court or otherwise. The rates and rate structure reflect that such complex matters typically involve great complexity, high stakes, and intense time pressures. OMM submits that the compensation requested is reasonable in light of the nature, extent, and value of such services provided to AAFAF.

18. During the Compensation Period, OMM did not receive any payments or promises of payment from any other source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or

² As a result of OMM’s agreement with GDB, OMM will no longer be including its invoices related to GDB work in its interim fee applications or monthly fee statements.

³ OMM has agreed to honor its 2018 hourly rates through June 30, 2019. The billing rates for certain timekeepers have been adjusted as of January 1, 2019 to reflect promotions effective as of that date.

understanding between OMM and any other person, other than partners of the firm, for sharing of compensation to be received for services rendered in these cases.⁴

SUMMARY OF SERVICES

19. The Compensation Period was an extremely busy and productive time for OMM in connection with both the Title III Cases and out-of-court restructuring efforts related to other entities and instrumentalities. Detailed descriptions of the specific services provided and the time expended performing such services are attached as **Exhibit B**, and a summary of the services OMM provided during the Compensation Period is set forth below and in the summaries for each of the main invoice tasks codes.

Confirmation of COFINA Plan of Adjustment

20. On the heels of OMM leadership on the first-ever Qualifying Modification (defined below) for the Government Development Bank of Puerto Rico, the recently consummated COFINA transactions restructured approximately 24% of Puerto Rico's \$72 billion of funded debt and were implemented through the first-ever plan of its kind, a plan of adjustment (the "COFINA Plan") under Title III of PROMESA. As lead restructuring counsel to AAFAF, OMM not only played an instrumental role in the development, negotiation, and implementation of the COFINA Plan but in also in each phase of the COFINA restructuring.

21. During the Compensation Period, the OMM team (i) assisted in preparation of the scheduling motion establishing all key dates for the COFINA plan confirmation process, (ii) worked to resolve a variety of disclosure issues and Disclosure Statement objections in advance on November 20th Disclosure Statement hearing, (iii) worked closely with AAFAF, Prime Clerk

⁴ At AAFAF's request, OMM engaged contract attorneys to provide document review services in connection with certain litigation matters at discounted rates. The fees for such contract attorneys were billed to AAFAF at cost and disclosed in OMM's fee applications.

and other parties on the various solicitation materials and other Disclosure Statement exhibits, (iv) advised AAFAF with respect to all amendments made to the COFINA Plan prior to the Confirmation Hearing, (v) played an integral role in negotiation of all the complex agreements included in the Plan Supplement, including the Master Indenture governing the new COFINA Bonds issued under the COFINA Plan, the Instruction Agreement (concerning the collection and application of sales and use tax revenues), the trust agreements contemplated under the COFINA Plan to facilitate insures distributions on account of bonds insured by certain monoline insurers, and the bylaws for reorganized COFINA, (vi) advised AAFAF with respect to amendments to the legislation passed by the Puerto Rico legislature necessary for implementation of the COFINA Plan, (vii) advised AAFAF on the composition of the new board of directors of reorganized COFINA and other corporate governance issues, (viii) worked closely with the plan support parties' advisors on the proposed Confirmation Order and related findings of fact and conclusions of law and the various revisions to each made in advance of confirmation, (ix) advised AAFAF on objections to the COFINA Plan filed by various parties, (x) attended the Confirmation Hearing and assisted in preparation of the substantial post-hearing briefing requested by the Court, and (xi) worked to finalize the various Plan Supplement documents and resolve other issues necessary to achieve the effectiveness of the COFINA Plan on February 12th.

22. The COFINA Plan provides clear economic benefits to Puerto Rico. In addition to settling the Commonwealth-COFINA Dispute, once and for all, it provides COFINA with more than \$17 billion in debt service savings and provides the Government of Puerto Rico with access to \$425 million annually, on average, for the next 40 years—money that was used in the past to pay the COFINA debt. With OMM's counsel, the Government of Puerto Rico is able to turn the

page from this chapter of its unprecedented fiscal crisis and move forward with creative solutions for its remaining funded debt.

Title III Cases

23. The Compensation Period was also an extremely active time in the Commonwealth, HTA, and ERS Title III cases. In addition to all of the work summarized in the task code summaries below, OMM was also at the forefront of plan of adjustment and fiscal plan discussions with the Oversight Board, various creditor groups, and other stakeholders, represented AAFAF's interests in various bondholder initiated litigation, prepared for and participated in various mediation sessions, and counseled AAFAF on numerous corporate governance and compliance issues.

Other Restructuring Efforts

24. Finally, OMM successfully advanced the out-of-court restructuring efforts of several other entities and instrumentalities. For example, during the Compensation Period, OMM:

- Analyzed potential restructuring transactions for the Puerto Rico Public Building Authority ("PBA") and assisted PBA in responding to various due diligence inquiries from creditor groups;
- Negotiated and finalized a settlement agreement with Voya Institutional Trust Company regarding the suspension of lump-sum payments to participants in the University of Puerto Rico's ("UPR") deferred compensation plan; and
- Engaged in confidential negotiations, analysis and discussions with various constituencies in the Title III cases.

25. As a result of all of these various work streams, OMM submits that the fees and expenses for which it seeks approval were reasonable and necessary. All fees were also billed at a 15% discount to OMM's hourly rates.

26. Additionally, OMM has established subject matters categories (each, a "Matter Category") for keeping time records of the work performed for the Debtors. The following is a

summary, by Matter Category, of the professional services provided by OMM during the Compensation Period.⁵

a) Case Administration

27. This category includes all matters relating to general case administration and coordination, and assisting HTA in fulfilling its duties as debtor in possession, and serves as a general code for services performed that do not fit under any other specific code. During the Compensation Period, OMM attorneys prepared client summaries, attended frequent strategy calls and prepared internal case update memoranda.

b) Asset Analysis and Recovery

28. This category includes all matters relating to analyzing the assets of HTA and evaluating the collateral securing its bonds. During the Compensation Period, OMM attorneys worked with financial consultants to analyze HTA's operating expenses, available toll credits, and permitted applications. OMM attorneys reviewed HTA's bond resolutions to determine any payment covenants to inform these analyses.

c) Business Operations

29. This category includes all matters relating to the business operations of HTA. During the Compensation Period, OMM attorneys reviewed bond disclosures, toll credit documents, and all expenses of HTA. OMM attorneys analyzed certain agreements and engaged with stakeholders in the HTA Title III case.

⁵ Several of the matter categories do not appear in this summary because OMM did not bill a substantial amount of time under those categories during the Compensation Period. **Exhibit B** provides a complete summary of hours billed and total compensation requested by matter category.

d) Relief From Stay and Adequate Protection

30. This category includes all matters relating to requests for relief from the automatic stay or for adequate protection, including assisting HTA to respond, defend, and settle such requests. During the Compensation Period, OMM reviewed, analyzed, and entered into a stipulation with a creditor seeking to pursue an eminent domain action pending final disposition at the Puerto Rico Court of First Instance.

e) Plan of Adjustment

31. This category includes all work done in preparation for an eventual plan of adjustment for HTA. During the Compensation Period, OMM attorneys researched and drafted memoranda regarding various issues related to HTA's plan of adjustment and prepared strategy memoranda and presentations for AAFAF regarding the same. OMM attorneys also prepared presentations for plan of adjustment meetings with counsel to the Oversight Board regarding considerations specific to HTA.

ATTORNEY CERTIFICATION

32. In accordance with Puerto Rico Local Bankruptcy Rule 2016-1(a)(4), the undersigned has reviewed the requirements of Puerto Rico Local Bankruptcy Rule 2016-1(a)(4) and certifies to the best of his information, knowledge, and belief that this Application complies with Puerto Rico Local Bankruptcy Rule 2016-1(a)(4). In this regard, and incorporated herein by reference, the *Certification of John J. Rapisardi* in accordance with the U.S. Trustee Guidelines is attached hereto as **Exhibit A**.

NO PRIOR APPLICATION

33. No prior application for the relief requested by this Application has been made to this or any other court.

WHEREFORE, OMM respectfully requests that the Court enter an order: (a) awarding OMM compensation for professional and paraprofessional services provided during the Compensation Period in the amount of \$180,162.60; (b) reimbursement of actual, reasonable and necessary expenses incurred in the Compensation Period in the amount of \$6,214.30; and (c) granting such other relief as is appropriate under the circumstances.

Dated: March 26, 2019
New York, NY

Respectfully submitted,

/s/ John J. Rapisardi

John J. Rapisardi
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*Attorneys for the Puerto Rico Fiscal Agency and
Financial Advisory Authority*

Exhibit A

ATTORNEY CERTIFICATION

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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**CERTIFICATION OF JOHN J. RAPISARDI PURSUANT TO PUERTO RICO LOCAL
BANKRUPTCY RULE 2016-1(a)(4)**

⁶ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.)

John J. Rapisardi, under penalty of perjury, certifies as follows:

1. I am a partner with the law firm of O'Melveny & Myers LLP ("OMM"). I make this certification in accordance with Rule 2016-1(a)(4) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Puerto Rico (the "Local Rules") regarding the contents of applications for compensation and expenses.

2. I am familiar with the work performed by OMM for Puerto Rico Fiscal Agency and Financial Advisory Authority ("AAFAF"), acting for or on behalf of the Debtors.

3. I have read the *Fifth Interim Application of O'Melveny & Myers LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses As Counsel to the Debtors for the Period From October 1, 2018 through January 31, 2019* (the "Application"), and the facts set forth therein are true and correct to the best of my knowledge, information, and belief.

4. To the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Application are permissible under the Fee Examiner Guidelines, PROMESA, the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Interim Compensation Order, the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013* (the "Guidelines"), and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Puerto Rico.

Dated: March 26, 2019

/s/ John J. Rapisardi
John J. Rapisardi

Exhibit B

DETAILED TIME AND EXPENSE RECORDS



Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY
 Matter Name: HTA TITLE III
 Matter: 0686892-00014

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HTA TITLE III

For Professional Services Rendered Through October 31, 2018

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
001 ASSET ANALYSIS AND RECOVERY			
10/08/18	M LOTITO	CONFERENCE W/ S. UHLAND, B. NEVE, R. HOLM, AAFAT TEAM, HTA TEAM, AND A&M TEAM RE: [REDACTED]	0.6
10/08/18	B NEVE	CONFERENCE W/ S. UHLAND, R. HOLM, AAFAT TEAM, HTA TEAM, AND A&M TEAM RE: [REDACTED]	0.6
10/08/18	R HOLM	ATTEND CONFERENCE CALL W/ S. UHLAND, F. BATLLE (ANKURA), AND S. GONZALEZ (PROCUREMENT, MANAGEMENT AND OPERATIONS SOLUTIONS, LLC) RE: HTA RE: [REDACTED] (PARTIAL).	0.4
10/15/18	R HOLM	EMAIL W/ S. UHLAND, E. MCKEEN, F. BATLLE (ANKURA), AND S. GONZALEZ (PROCUREMENT, MANAGEMENT AND OPERATIONS SOLUTIONS, LLC) RE: CONFERENCE RE: HTA [REDACTED] (.1); CONFERENCE CALL W/ S. UHLAND, E. MCKEEN, F. BATLLE (ANKURA), AND S. GONZALEZ (PROCUREMENT, MANAGEMENT AND OPERATIONS SOLUTIONS, LLC) RE: [REDACTED] (.4).	0.5
10/18/18	E RICHARDS	TELEPHONE CONFERENCE W/ S. UHLAND AND D. RAYTIS TO DISCUSS [REDACTED]	0.5
10/18/18	D RAYTIS	TELEPHONE CONFERENCE W/ S. UHLAND, N. MITCHELL, E. RICHARDS, AND D. RAYTIS RE: [REDACTED]	0.5
10/18/18	S UHLAND	ANALYZE TOLL CREDIT DECK (.4); TELEPHONE CONFERENCE W/ N. MITCHELL, E. RICHARDS, AND D. RAYTIS TO DISCUSS [REDACTED] (.5).	0.9
10/19/18	E RICHARDS	CONFERENCE W/ GERARDO LORAN BUTRON AND S. UHLAND (AAFAF) RE: [REDACTED]	0.2
10/19/18	S UHLAND	CONFERENCE W/ G. LORAN, E. RICHARDS RE: [REDACTED]	0.3
10/28/18	M LOTITO	REVIEW [REDACTED] (.1); EMAIL A. SAX-BOLDER RE: SAME (.1).	0.2
Total	001 ASSET ANALYSIS AND RECOVERY		4.7
004 BUSINESS OPERATIONS			
10/01/18	D RAYTIS	CONTINUE REVIEW OF TEODORO MOSCOSO BRIDGE MATERIALS.	0.5
10/02/18	D RAYTIS	TELEPHONE CONFERENCE W/ PMA AND D. RAYTIS RE: TEODORO MOSCOSO BRIDGE AGREEMENTS (.7); REVIEW MATERIALS RE: SAME (.4); REVIEW DRAFT SUMMARY OF INDENTURE AND [REDACTED] (.3).	1.4

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 Beneficiary: O'Melveny & Myers LLP, Account No.: #4078-0224
 Please include client/matter/invoice number and/or attorney name.



Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY
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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/02/18	E RICHARDS	CONFERENCE W/ PMA AND D. RAYTIS RE: TEODORO MOSCOSO BRIDGE AGREEMENTS (.7); REVIEW 2003 BOND DISCLOSURE (.3).	1.0
10/03/18	E RICHARDS	REVIEW [REDACTED] (.5); RESEARCH [REDACTED] (1.0).	1.5
10/03/18	D RAYTIS	EMAIL E. RICHARDS RE: TEODORO MOSCOSO BRIDGE AGREEMENTS SUMMARY ANALYSIS.	0.3
10/03/18	D RAYTIS	CORRESPONDENCE AND DISCUSSION RE: [REDACTED] (.3); REVIEW SUMMARY MATERIALS RE: SAME (.3).	0.6
10/04/18	D RAYTIS	REVIEW MATERIALS RE: APPLICATION OF [REDACTED].	0.4
10/04/18	E RICHARDS	REVIEW [REDACTED]	1.5
10/08/18	D RAYTIS	CORRESPONDENCE RE: [REDACTED]	0.2
10/10/18	N MITCHELL	ADDRESS [REDACTED].	0.5
10/15/18	M DICONZA	TELEPHONE CONFERENCE W/ A&M RE: [REDACTED]	0.4
10/18/18	N MITCHELL	EMAIL S. UHLAND AND E. RICHARDS RE: [REDACTED].	0.5
10/26/18	M LOTITO	REVIEW COMMENTS FROM [REDACTED] TO CONFIDENTIALITY AGREEMENT (.5); REVIEW COMMENTS FROM [REDACTED] TO COMMON INTEREST AGREEMENT (.2); MARK UP CONFIDENTIALITY AGREEMENT W/ [REDACTED] (1.6); MARK UP COMMON INTEREST AGREEMENT W/ [REDACTED] (.4); EMAIL TO S. UHLAND RE: CONFIDENTIALITY AND COMMON INTEREST AGREEMENTS (.1).	2.8
10/28/18	M LOTITO	REVISE COMMON INTEREST AGREEMENT W/ [REDACTED] (.2); REVISE CONFIDENTIALITY AGREEMENT W/ [REDACTED] (.2).	0.4
10/29/18	M LOTITO	EDIT CONFIDENTIALITY AND COMMON INTEREST AGREEMENTS W/ [REDACTED] (.3); CORRESPOND W/ Z. MARTINEZ (AAFAF) RE: SAME (.2).	0.5
Total	004 BUSINESS OPERATIONS		12.5
012 LITIGATION			
10/06/18	M LOTITO	REVIEW OVERSIGHT BOARD'S MOTION TO DISMISS AND COURT'S SCHEDULING ORDER (.1); ADVISE S. UHLAND RE: SAME (.1).	0.2
Total	012 LITIGATION		0.2
015 PLAN OF ADJUSTMENT			
10/05/18	S UHLAND	CONFERENCE W/ L. LAPUMA RE: [REDACTED]	0.4
10/07/18	S UHLAND	ANALYZE [REDACTED] AND EMAIL A. PAVEL RE: SAME.	0.3

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/07/18	A PAVEL	COMMUNICATE W/ S. UHLAND AND B. NEVE RE: [REDACTED].	0.3
10/08/18	S UHLAND	TELEPHONE CONFERENCE W/ B. NEVE, R. HOLM, A&M, AND ANKURA RE: [REDACTED].	0.9
10/08/18	R HOLM	RESEARCH [REDACTED] FOR M. DICONZA RE: [REDACTED]	0.5
10/09/18	R HOLM	RESEARCH CASE LAW RE: [REDACTED] [REDACTED] (1.3); RESEARCH LEGISLATIVE HISTORY RE: SAME (1.2).	2.5
10/10/18	R HOLM	CONFERENCE W/ M. KREMER RE: RESEARCH RE: [REDACTED] [REDACTED] (1); CONFERENCE W/ A. SAX-BOLDER RE: SAME (1); CONFERENCE W/ M. DICONZA RE: SAME (4); EMAIL W/ M. DICONZA, M. KREMER, AND A. SAX-BOLDER RE: SAME (1.5); RESEARCH CASE LAW RE: SAME (2.0); RESEARCH LEGISLATIVE HISTORY RE: SAME (1.8).	5.9
10/10/18	A PAVEL	COMMUNICATE W/ R. HOLM RE: [REDACTED].	0.2
10/11/18	S UHLAND	CONFERENCE W/ E. LAPUMA RE: HTA ANALYSIS.	0.4
10/11/18	R HOLM	CASE LAW RESEARCH FOR M. DICONZA RE: [REDACTED] [REDACTED] (1.1); [REDACTED] (1.2); AND [REDACTED] [REDACTED] (1.5).	3.8
10/12/18	S UHLAND	COMMUNICATION W/ E. LAPUMA, S. GONZALEZ RE: [REDACTED].	0.4
10/15/18	B NEVE	REVIEW AND ANALYZE [REDACTED] (3); EMAIL CORRESPONDENCE W/ A. PAVEL RE: SAME (2).	0.5
10/15/18	S UHLAND	PREPARE FOR CALL RE: [REDACTED] (2); TELEPHONE CONFERENCE W/ S. GONZALEZ, E. LAPUMA, R. HOLM, AND M. DICONZA RE: [REDACTED] (4); FOLLOW-UP CALL W/ E. LAPUMA (3).	0.9
10/17/18	R HOLM	CASE LAW RESEARCH FOR M. DICONZA RE: [REDACTED] [REDACTED].	2.6
10/18/18	R HOLM	CASE LAW RESEARCH FOR M. DICONZA RE: [REDACTED] [REDACTED] (1.3); [REDACTED] (1.5); AND [REDACTED] [REDACTED] (1.1).	3.9

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/19/18	R HOLM	CASE LAW RESEARCH FOR M. DICONZA RE: [REDACTED] [REDACTED] (.8); [REDACTED] (.8); AND [REDACTED] [REDACTED] (.9).	2.5
10/20/18	R HOLM	CASE LAW RESEARCH FOR M. DICONZA RE: [REDACTED] [REDACTED] (1.9); [REDACTED] (2.1); AND [REDACTED] [REDACTED] (1.1); DRAFT MEMORANDUM RE: SAME (1.0).	6.1
10/22/18	R HOLM	CASE LAW RESEARCH FOR M. DICONZA RE: [REDACTED] [REDACTED] (1.9); [REDACTED] (2.1); AND [REDACTED] [REDACTED] (1.8); DRAFT MEMORANDUM RE: SAME (1.1).	6.9
10/24/18	S INDELICATO	REVISE OVERVIEW DECK (1.6); RESEARCH [REDACTED] [REDACTED] (1.2).	2.8
10/24/18	R HOLM	CASE LAW RESEARCH FOR M. DICONZA RE: [REDACTED] [REDACTED] (1.4); [REDACTED] (1.5); AND [REDACTED] [REDACTED] (.5).	3.4
10/25/18	J BEISWENGER	REVIEW AND ANALYZE ISSUES RE: [REDACTED] [REDACTED] (.3); EMAILS W/ S. UHLAND RE: SAME (.1).	0.4
10/25/18	R HOLM	CASE LAW RESEARCH FOR M. DICONZA RE: [REDACTED] [REDACTED] (2.0); [REDACTED] (2.1); AND [REDACTED] [REDACTED] (1.4); DRAFT MEMORANDUM RE: SAME (1.8).	7.3
10/26/18	A SAX-BOLDER	REVISE BOOK FOR MEETING W/ PROSKAUER RE: [REDACTED] [REDACTED] TO INCORPORATE COMMENTS FROM S. UHLAND (3.8); PREPARE LEGISLATIVE HISTORY MATERIALS AND [REDACTED] MATERIALS FOR COUNSEL USE IN DRAFTING [REDACTED] MEMORANDUM (.6); CONFERENCE W/ D. BARRETT (ANKURA) RE: [REDACTED] [REDACTED] (6) REVISE [REDACTED] SECTION OF [REDACTED] (2); FURTHER REVISIONS TO BOOK FOR MEETING W/ PROSKAUER RE: [REDACTED] [REDACTED] COMMENTS FROM S. UHLAND (1.8); RESEARCH RE: [REDACTED] RE: SAME (.7); REVIEW [REDACTED] [REDACTED] (.4).	8.1

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/26/18	R HOLM	CASE LAW RESEARCH FOR M. DICONZA RE: [REDACTED] [REDACTED] (2.1); [REDACTED] (2.2); AND [REDACTED] [REDACTED]; DRAFT MEMORANDUM RE: SAME (2.5).	9.2
10/29/18	B NEVE	REVIEW AND ANALYZE GDB-HTA LOAN DOCUMENTS.	2.0
10/29/18	A SAX-BOLDER	[REDACTED] ANALYSIS RE: GDB LOAN (.3); DISCUSS SAME W/ B. NEVE (.3).	0.6
10/29/18	R HOLM	EMAIL W/ M. DICONZA RE: [REDACTED] [REDACTED]	1.2
10/30/18	R HOLM	CONFERENCE W/ M. DICONZA RE: [REDACTED] [REDACTED] (1); EMAIL W/ M. DICONZA RE: SAME (2); RESEARCH ISSUES RE: [REDACTED] (1.1); AND [REDACTED] (2.1); REVISE MEMORANDUM RE: SAME (1.8).	5.3
10/30/18	A NADLER	RETRIEVAL OF CASE SUMMARIES CITED IN SALE OF ASSETS CERTAIN CONSIDERATIONS MEMORANDUM FOR ATTORNEY REVIEW.	0.6
10/30/18	B NEVE	REVIEW AND ANALYZE GDB-HTA LOAN DOCUMENTS.	1.1
10/30/18	B NEVE	RESEARCH [REDACTED] (1.6); [REDACTED] (1.7); EMAIL CORRESPONDENCE W/ M. DICONZA RE: SAME (4).	3.7
10/31/18	R HOLM	EMAIL W/ M. DICONZA RE: [REDACTED] [REDACTED] (1.9); RESEARCH ISSUES RE: [REDACTED] (.7); AND [REDACTED] (1.9).	4.5
Total	015 PLAN OF ADJUSTMENT		89.2
016 RELIEF FROM STAY AND ADEQUATE PROTECTION			
10/03/18	D PEREZ	REVIEW FINCA MATILDE STIPULATION (.2); REVIEW COMMENTS TO SAME (.1); EMAILS W/ C. RIVERO AND M. ZERJAL RE: SAME (1).	0.4
10/18/18	D PEREZ	REVIEW MOTION TO ENFORCE AUTOMATIC STAY (.3); TELEPHONE CONFERENCE W/ M. ZERJAL RE: SAME (.2); EMAILS W/ M. ZERJAL AND C. RIVERO RE: SAME (.3).	0.8
10/19/18	D PEREZ	REVIEW SUMMARY OF HTA STAY MOTION AND CD BUILDERS CASE (.2); EMAILS W/ M. ZERJAL AND C. RIVERO RE: SAME (2).	0.4
10/22/18	D PEREZ	EMAILS W/ M. ZERJAL AND C. RIVERO RE: CD BUILDERS STAY ISSUES (.3); REVIEW COURT OF APPEALS DECISION (.3).	0.6
10/23/18	D PEREZ	EMAILS W/ M. ZERJAL AND C. RIVERO RE: CD BUILDERS STAY ISSUES.	0.2

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/24/18	D PEREZ	EMAILS W/ M. ZERJAL AND C. RIVERO RE: CD BUILDERS STAY MOTION (.2); REVIEW UNDERLYING PLEADINGS RE: SAME (.4); REVIEW NEW LIFT STAY NOTICE (.2).	0.8
10/26/18	D PEREZ	REVIEW REVISED CD BUILDERS STAY MOTION.	0.2
Total	016 RELIEF FROM STAY AND ADEQUATE PROTECTION		3.4
Total Hours			110.0
Total Fees			74,671.76

Disbursements

Copying	\$98.60
Online Research	2,847.24
Total Disbursements	\$2,945.84
Total Current Invoice	\$77,617.60

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<u>Date</u>	<u>Cost Type</u>	<u>Description</u>	<u>Qty</u>	<u>Amount</u>
10/05/18	E101	Lasertrak Printing - Holm, Richard Pages: 45	45.00	\$4.50
10/05/18	E101	Lasertrak Printing - Holm, Richard Pages: 33	33.00	3.30
10/09/18	E101	Lasertrak Printing - Holm, Richard Pages: 22	22.00	2.20
10/10/18	E101	Lasertrak Printing - Holm, Richard Pages: 25	25.00	2.50
10/22/18	E101	Lasertrak Printing - Holm, Richard Pages: 28	28.00	2.80
10/22/18	E101	Lasertrak Printing - Holm, Richard Pages: 20	20.00	2.00
10/22/18	E101	Lasertrak Printing - Holm, Richard Pages: 38	38.00	3.80
10/22/18	E101	Lasertrak Printing - Holm, Richard Pages: 22	22.00	2.20
10/22/18	E101	Lasertrak Printing - Holm, Richard Pages: 24	24.00	2.40
10/22/18	E101	Lasertrak Printing - Holm, Richard Pages: 27	27.00	2.70
10/23/18	E101	Lasertrak Printing - Holm, Richard Pages: 53	53.00	5.30
10/23/18	E101	Lasertrak Printing - Holm, Richard Pages: 58	58.00	5.80
10/24/18	E101	Lasertrak Printing - Holm, Richard Pages: 20	20.00	2.00
10/25/18	E101	Lasertrak Printing - Holm, Richard Pages: 21	21.00	2.10
10/26/18	E101	Lasertrak Printing - Holm, Richard Pages: 24	24.00	2.40
10/26/18	E101	Lasertrak Printing - Holm, Richard Pages: 79	79.00	7.90
10/26/18	E101	Lasertrak Printing - Holm, Richard Pages: 26	26.00	2.60
10/26/18	E101	Lasertrak Printing - Holm, Richard Pages: 49	49.00	4.90
10/27/18	E101	Lasertrak Printing - Holm, Richard Pages: 88	88.00	8.80
10/27/18	E101	Lasertrak Printing - Holm, Richard Pages: 20	20.00	2.00
10/27/18	E101	Lasertrak Printing - Holm, Richard Pages: 49	49.00	4.90
10/27/18	E101	Lasertrak Printing - Holm, Richard Pages: 215	215.00	21.50
Total for E101 - Lasertrak Printing				\$98.60
10/05/18	E106	Online Research - Westlaw; Richard Holm	1.00	\$240.98
10/10/18	E106	Online Research - Westlaw; Richard Holm	1.00	303.76
10/18/18	E106	Online Research - Westlaw; Richard Holm	1.00	238.95
10/22/18	E106	Online Research - Westlaw; Richard Holm	1.00	952.46
10/26/18	E106	Online Research - Westlaw; Richard Holm	1.00	952.46
10/27/18	E106	Online Research - Westlaw; Richard Holm	1.00	158.63
Total for E106 - Online Research - Westlaw				\$2,847.24

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Timekeeper Summary

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Attorneys			
ERIC A. S. RICHARDS	845.75	4.7	3,975.04
NANCY MITCHELL	1,015.75	1.0	1,015.76
DENISE RAYTIS	807.50	3.9	3,149.25
SUZZANNE UHLAND	1,062.50	4.5	4,781.25
MARIA J. DICONZA	850.00	0.4	340.00
DIANA M. PEREZ	739.50	3.4	2,514.30
MICHAEL F. LOTITO	709.75	4.7	3,335.83
JACOB T. BEISWENGER	646.00	0.4	258.40
ASHLEY PAVEL	692.75	0.5	346.38
RICHARD HOLM	650.25	66.5	43,241.68
BRETT M. NEVE	624.75	7.9	4,935.54
SAMANTHA M. INDELICATO	412.25	2.8	1,154.30
AMALIA Y. SAX-BOLDER	624.75	8.7	5,435.33
Total for Attorneys		109.4	74,483.06
Paralegal/Litigation Support			
ANDREW NADLER	314.50	0.6	188.70
Total for Paralegal/Litigation Support		0.6	188.70
Total		110.0	74,671.76

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Task Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
SUZZANNE UHLAND	Partner	1,062.50	1.2	1,275.00
DENISE RAYTIS	Partner	807.50	0.5	403.75
ERIC A. S. RICHARDS	Partner	845.75	0.7	592.03
MICHAEL F. LOTITO	Counsel	709.75	0.8	567.80
BRETT M. NEVE	Associate	624.75	0.6	374.85
RICHARD HOLM	Associate	650.25	0.9	585.23
Total for 001 ASSET ANALYSIS AND RECOVERY			4.7	3,798.66
NANCY MITCHELL	Partner	1,015.75	1.0	1,015.76
DENISE RAYTIS	Partner	807.50	3.4	2,745.50
ERIC A. S. RICHARDS	Partner	845.75	4.0	3,383.01
MARIA J. DICONZA	Partner	850.00	0.4	340.00
MICHAEL F. LOTITO	Counsel	709.75	3.7	2,626.08
Total for 004 BUSINESS OPERATIONS			12.5	10,110.35
MICHAEL F. LOTITO	Counsel	709.75	0.2	141.95
Total for 012 LITIGATION			0.2	141.95
SUZZANNE UHLAND	Partner	1,062.50	3.3	3,506.25
JACOB T. BEISWENGER	Counsel	646.00	0.4	258.40
ASHLEY PAVEL	Counsel	692.75	0.5	346.38
SAMANTHA M. INDELICATO	Associate	412.25	2.8	1,154.30
AMALIA Y. SAX-BOLDER	Associate	624.75	8.7	5,435.33
BRETT M. NEVE	Associate	624.75	7.3	4,560.69
RICHARD HOLM	Associate	650.25	65.6	42,656.45
ANDREW NADLER	Paralegal	314.50	0.6	188.70
Total for 015 PLAN OF ADJUSTMENT			89.2	58,106.50
DIANA M. PEREZ	Counsel	739.50	3.4	2,514.30
Total for 016 RELIEF FROM STAY AND ADEQUATE PROTECTION			3.4	2,514.30

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY
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HTA TITLE III

For Professional Services Rendered Through November 30, 2018

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
004 BUSINESS OPERATIONS			
11/03/18	S UHLAND	REVIEW AND REVISE [REDACTED]	0.6
11/05/18	B NEVE	REVIEW AND [REDACTED] (1.1); EMAIL CORRESPONDENCE W/ S. UHLAND RE: SAME (4).	1.5
11/05/18	B NEVE	REVIEW AND [REDACTED] (1.1); EMAIL CORRESPONDENCE W/ S. UHLAND RE: SAME (4).	1.5
11/07/18	P FRIEDMAN	EMAILS W/ S. UHLAND RE: [REDACTED] [REDACTED]	0.4
11/10/18	S UHLAND	EMAIL B. NEVE RE: [REDACTED]	0.3
11/10/18	B NEVE	REVIEW AND ANALYZE [REDACTED] (2); DRAFT ANALYSIS OF [REDACTED] (1.2); EMAIL CORRESPONDENCE W/ S. UHLAND RE: SAME (2).	1.6
11/11/18	S UHLAND	ANALYZE RESOLUTION RE: [REDACTED]	0.7
11/13/18	S UHLAND	EMAIL E. MCKEEN, P. FRIEDMAN, AND B. NEVE RE: [REDACTED] [REDACTED]	0.4
11/13/18	B NEVE	REVIEW AND ANALYZE [REDACTED] RE: [REDACTED] (1.3); EMAIL CORRESPONDENCE W/ S. UHLAND AND P. FRIEDMAN RE: SAME (3); CONFERENCE W/ S. UHLAND, P. FRIEDMAN, AND E. MCKEEN RE: SAME (4).	2.0
11/16/18	B NEVE	CONFERENCE W/ S. UHLAND, S. GONZALEZ, E. LAPUMA (A&M), AND BLUHAUS RE: [REDACTED]	0.7
11/16/18	S UHLAND	CONFERENCE W/ B. NEVE, E. LA PUMA, AND S. GONZALEZ RE: [REDACTED]	0.8
11/19/18	B NEVE	REVIEW AND ANALYZE [REDACTED] FOR [REDACTED] (6); EMAIL CORRESPONDENCE W/ HTA RE: SAME (3).	0.9
11/19/18	S UHLAND	CONFERENCE W/ P. POSSINGER RE: [REDACTED] (4); [REDACTED] (5).	0.9
Total	004 BUSINESS OPERATIONS		12.3
005 CASE ADMINISTRATION			
11/21/18	B NEVE	EMAIL CORRESPONDENCE W/ D. BARRETT (ANKURA) RE: [REDACTED]	0.3
11/26/18	S UHLAND	EMAIL G. HOPLAMAZIAN, ALVAREZ & MARSAL, AND ANKURA RE: HTA RESPONSES.	0.5
Total	005 CASE ADMINISTRATION		0.8
006 CLAIMS ADMINISTRATION AND OBJECTIONS			
11/18/18	B NEVE	REVIEW AND ANALYZE BOND DOCUMENTS RE: [REDACTED] [REDACTED] (2.2); REVIEW AND REVISE HTA STATUTE RE: [REDACTED] (1.4).	3.6

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/20/18	B NEVE	DRAFT AND REVISE MEMORANDUM RE: [REDACTED] [REDACTED]	1.3
11/21/18	B NEVE	DRAFT AND REVISE MEMORANDUM RE: [REDACTED] [REDACTED]	2.2
Total	006 CLAIMS ADMINISTRATION AND OBJECTIONS		7.1
007 CORPORATE GOVERNANCE AND BOARD MATTERS			
11/13/18	P FRIEDMAN	TELEPHONE CONFERENCE W/ HTA RE: [REDACTED] [REDACTED]	0.4
11/19/18	P FRIEDMAN	EMAILS W/ S. GONZALEZ RE: [REDACTED]	0.4
Total	007 CORPORATE GOVERNANCE AND BOARD MATTERS		0.8
015 PLAN OF ADJUSTMENT			
11/01/18	M DICONZA	RESEARCH AND ANALYZE [REDACTED] RE: [REDACTED] [REDACTED]	0.6
11/01/18	R HOLM	CONFERENCE W/ M. DICONZA RE: [REDACTED] [REDACTED] (2); RESEARCH ISSUES RE: [REDACTED] [REDACTED] (5).	0.7
11/02/18	R HOLM	EMAIL M. DICONZA RE: [REDACTED] [REDACTED] (2); RESEARCH ISSUES RE: [REDACTED] [REDACTED] (2.0); RESEARCH ISSUES RE: [REDACTED] [REDACTED] (1.6).	3.8
11/05/18	R HOLM	EMAIL M. DICONZA RE: [REDACTED] RESEARCH AND DRAFTING OF MEMORANDUM RE: [REDACTED] [REDACTED] (1); RESEARCH ISSUES RE: [REDACTED] [REDACTED] (2.0); RESEARCH ISSUES RE: [REDACTED] [REDACTED] (1.9).	4.0
11/06/18	R HOLM	EMAIL A. SAX-BOLDER RE: [REDACTED] RESEARCH AND DRAFTING OF MEMORANDUM RE: [REDACTED] [REDACTED] (1); RESEARCH [REDACTED] [REDACTED] (1.9); RESEARCH [REDACTED] [REDACTED] (2.0); RESEARCH [REDACTED] [REDACTED] (1.9); RESEARCH ISSUES RE: [REDACTED] [REDACTED] (9).	6.8
11/07/18	R HOLM	EMAIL M. DICONZA RE: [REDACTED] RESEARCH AND DRAFTING OF MEMORANDUM RE: [REDACTED] [REDACTED] (1); EMAIL W/ M. DICONZA RE: SAME (9); RESEARCH [REDACTED] [REDACTED] (2.1); RESEARCH [REDACTED] [REDACTED] (2.2); RESEARCH [REDACTED] [REDACTED] (1.9); RESEARCH ISSUES RE: [REDACTED] [REDACTED] (1.1); DRAFT MEMORANDUM RE: SAME (1.2).	9.5

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/08/18	R HOLM	EMAIL A. SAX-BOLDER RE: [REDACTED] RESEARCH AND DRAFTING OF MEMORANDUM RE: [REDACTED] (.1); EMAIL W/ M. DICONZA AND A. SAX-BOLDER RE: SAME (.9); RESEARCH ISSUES RE: [REDACTED] (1.6).	2.6
11/09/18	R HOLM	EMAIL W/ M. DICONZA, N. MITCHELL, M. HINKER, AND A. SAX-BOLDER RE: [REDACTED] AND DRAFTING OF MEMORANDUM RE: [REDACTED] (1.9); RESEARCH ISSUES RE: [REDACTED] (1.7).	3.6
11/10/18	R HOLM	DRAFT MEMORANDUM RE: [REDACTED] (2.0); RESEARCH [REDACTED] (1.1); RESEARCH [REDACTED] (1.0); RESEARCH [REDACTED] (1.0); RESEARCH ISSUES RE: [REDACTED] (.3).	5.4
11/11/18	R HOLM	DRAFT MEMORANDUM RE: [REDACTED] (2.1); RESEARCH [REDACTED] (2.0); RESEARCH [REDACTED] (1.9); RESEARCH [REDACTED] (4); RESEARCH ISSUES RE: [REDACTED] (.9).	7.3
11/12/18	R HOLM	DRAFT MEMORANDUM RE: [REDACTED] (1.9); RESEARCH [REDACTED] (1.1); RESEARCH [REDACTED] (1.9); RESEARCH [REDACTED] (6); RESEARCH ISSUES RE: [REDACTED] (1.0).	6.5
11/13/18	R HOLM	EMAIL W/ M. DICONZA RE: DRAFTING OF MEMORANDUM RE: [REDACTED]	0.7
11/15/18	R HOLM	DRAFT MEMORANDUM RE: [REDACTED]	0.6
11/16/18	R HOLM	DRAFT MEMORANDUM RE: [REDACTED] (1.9); RESEARCH [REDACTED] (1.1); [REDACTED] (.9); RESEARCH [REDACTED] (6); RESEARCH ISSUES RE: [REDACTED] (4).	4.9
11/19/18	R HOLM	DRAFT MEMORANDUM RE: [REDACTED] (1.8); RESEARCH [REDACTED] (7); RESEARCH [REDACTED] (5); RESEARCH [REDACTED] (5); RESEARCH ISSUES RE: [REDACTED] (4).	3.9

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/20/18	R HOLM	DRAFT MEMORANDUM RE: [REDACTED] [REDACTED] (2.0); RESEARCH RELEVANT CASE LAW FOR PURPOSES OF SAME (.2).	2.2
11/25/18	R HOLM	EMAIL W/ M. KREMER AND A. SAX-BOLDER RE: MEMORANDUM ON [REDACTED] [REDACTED]	0.2
11/28/18	R HOLM	EMAIL W/ S. UHLAND AND A. SAX-BOLDER RE: ANALYSIS IN MEMORANDUM RE: [REDACTED] [REDACTED]	0.9
Total	015 PLAN OF ADJUSTMENT		64.2
020 MEDIATION			
11/09/18	G HOPLAMAZIAN	REVIEW DOCUMENTS COLLECTED AND SHARED IN THE DATAROOM FOR HTA MEDIATION REQUESTS FOLLOWING JANUARY 23-24 MEDIATION (1.7); DISCUSS SAME W/ S. UHLAND (.4).	2.1
11/12/18	G HOPLAMAZIAN	CORRESPOND W/ P. FRIEDMAN, S. UHLAND, AND E. MCKEEN RE: STRATEGY FOR RESPONDING TO MILBANK'S MEDIATION DATA REQUESTS (.7); DISCUSS SAME W/ L. LAPUMA (.1).	0.8
11/13/18	G HOPLAMAZIAN	TELEPHONE CONFERENCE W/ L. LAPUMA RE: MILBANK MEDIATION DATA REQUESTS (.2); DISCUSS SAME W/ S. UHLAND (.2).	0.4
11/14/18	S UHLAND	REVIEW LETTER FROM A. MILLER RE: MEDIATION REQUESTS (.4); TELEPHONE CONFERENCE W/ G. HOPLAMAZIAN, A&M, AND ANKURA RE: MEDIATION RESPONSES (.8).	1.2
11/14/18	G HOPLAMAZIAN	CONFERENCE CALL W/ A&M, ANKURA, AND OMM RE: MILBANK MEDIATION REQUESTS (.8); TELEPHONE CONFERENCE W/ S. UHLAND RE: SAME (.1); DRAFT TASK LIST AND [REDACTED] FOR SAME (.5).	1.4
11/15/18	G HOPLAMAZIAN	DRAFT EMAIL TO MILBANK RE: MEDIATION REQUESTS.	0.2
11/16/18	G HOPLAMAZIAN	CONFERENCE CALL W/ PMA RE: MILBANK HTA MEDIATION REQUESTS (.3); DISCUSS SAME W/ S. UHLAND (.2); REVIEW PRIOR RESPONSES TO MEDIATION REQUESTS FOR SAME (.3).	0.8
11/16/18	I BLUMBERG	REVIEW [REDACTED] [REDACTED] (2.1); DRAFT SUMMARY FOR S. UHLAND AND G. HOPLAMAZIAN (.2).	2.3
11/19/18	G HOPLAMAZIAN	CORRESPOND W/ S. UHLAND RE: STATUS OF RESPONDING TO MEDIATION REQUESTS.	0.1
11/20/18	G HOPLAMAZIAN	CORRESPOND W/ MILBANK RE: MEDIATION REQUESTS (.1); CORRESPOND W/ PMA RE: SAME (.2); REVIEW ALVAREZ & MARSAL DOCUMENTS IN RESPONSE TO MEDIATION REQUESTS (.3).	0.6
11/25/18	G HOPLAMAZIAN	CORRESPOND W/ PMA RE: MEDIATION REQUESTS.	0.3
11/25/18	S UHLAND	COMMUNICATION W/ B. FORNARIS RE: MEDIATION REQUESTS.	0.4

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/26/18	G HOPLAMAZIAN	CONFERENCE CALL W/ ALVAREZ & MARSAL AND ANKURA RE: MILBANK MEDIATION REQUESTS (.5); REVIEW DOCUMENTS RE: SAME (.2); DRAFT LETTER RESPONSE FOR SAME (.5).	1.2
11/27/18	G HOPLAMAZIAN	CORRESPOND W/ PMA TEAM RE: MILBANK MEDIATION REQUESTS (.2); REVISE DRAFT RESPONSE LETTER (.2).	0.4
11/28/18	G HOPLAMAZIAN	DRAFT RESPONSE LETTER TO MILBANK (1.2); REVIEW DOCUMENTS FROM ALVAREZ & MARSAL AND ANKURA IN RESPONSE TO MEDIATION REQUESTS (.4).	1.6
11/29/18	G HOPLAMAZIAN	TELEPHONE CONFERENCE W/ A&M AND ANKURA TO DISCUSS RESPONSES TO MEDIATION REQUESTS (.4); DRAFT RESPONSE LETTER TO MILBANK (.2); REVIEW DOCUMENTS FROM ALVAREZ & MARSAL AND ANKURA IN RESPONSE TO MEDIATION REQUESTS (.3).	0.9
11/30/18	G HOPLAMAZIAN	CORRESPOND W/ E. MCKEEN AND S. UHLAND RE: MILBANK MEDIATION REQUESTS (.3); REVIEW DOCUMENTS IN RESPONSE TO REQUESTS (.4).	0.7
11/30/18	S UHLAND	COMMUNICATION W/ G. HOPLAMAZIAN RE: MEDIATION.	0.3
Total	020 MEDIATION		15.7
Total Hours			100.9
Total Fees			74,147.43

Disbursements

Copying	\$33.30
Online Research	1,875.47
Total Disbursements	\$1,908.77
Total Current Invoice	\$76,056.20

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<u>Date</u>	<u>Cost Type</u>	<u>Description</u>	<u>Qty</u>	<u>Amount</u>
11/02/18	E101	Lasertrak Printing - Holm, Richard Pages: 21	21.00	\$2.10
11/05/18	E101	Lasertrak Printing - Holm, Richard Pages: 24	24.00	2.40
11/06/18	E101	Lasertrak Printing - Holm, Richard Pages: 29	29.00	2.90
11/06/18	E101	Lasertrak Printing - Holm, Richard Pages: 31	31.00	3.10
11/07/18	E101	Lasertrak Printing - Holm, Richard Pages: 22	22.00	2.20
11/07/18	E101	Lasertrak Printing - Holm, Richard Pages: 44	44.00	4.40
11/07/18	E101	Lasertrak Printing - Holm, Richard Pages: 21	21.00	2.10
11/12/18	E101	Lasertrak Printing - Holm, Richard Pages: 24	24.00	2.40
11/15/18	E101	Lasertrak Printing - Spina, Joseph Pages: 25	25.00	2.50
11/19/18	E101	Lasertrak Printing - Holm, Richard Pages: 23	23.00	2.30
11/19/18	E101	Lasertrak Printing - Holm, Richard Pages: 23	23.00	2.30
11/19/18	E101	Lasertrak Printing - Holm, Richard Pages: 23	23.00	2.30
11/20/18	E101	Lasertrak Printing - Holm, Richard Pages: 23	23.00	2.30
Total for E101 - Lasertrak Printing				\$33.30
10/30/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Brett Neve; CACBK; DOCKET REPORT; 6:07-BK-18293-PC FIL OR ENT: FILED FROM: 8/1/2018 TO: 10/30/2018 DOC FROM: 0 DOC TO: 99999999 TERM: INCLUDED FORMAT: HTML PAGE COUNTS FOR DOCUMENTS: INCLUDED	2.00	\$0.20
10/30/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Brett Neve; MSSBK; DOCKET REPORT; 14-01048-NPO FIL OR ENT: FILED DOC FROM: 0 DOC TO: 99999999 TERM: INCLUDED FORMAT: HTML PAGE COUNTS FOR DOCUMENTS: INCLUDED	30.00	3.00
10/30/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Brett Neve; SCBK; DOCKET REPORT; 11-06207-DD FIL OR ENT: FILED DOC FROM: 0 DOC TO: 99999999 TERM: INCLUDED FORMAT: HTML PAGE COUNTS FOR DOCUMENTS: INCLUDED	30.00	3.00
10/30/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Brett Neve; ALNBK; DOCKET REPORT; 02-04303-BGC9 FIL OR ENT: FILED FROM: 1/1/1990 TO: 10/30/2018 DOC FROM: 0 DOC TO: 99999999 TERM: INCLUDED HEADERS: INCLUDED FORMAT: HTML PAGE COUNTS FOR DOCUMENTS: INCLUDED	16.00	1.60
10/30/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Brett Neve; SCBK; IMAGE127-1; 11-06207-DD	30.00	3.00
10/30/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Brett Neve; CACBK; DOCKET REPORT; 6:07-BK-18293-PC FIL OR ENT:	30.00	3.00

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		FILED FROM: 1/1/2007 TO: 10/30/2018 DOC FROM: 0 DOC TO: 99999999 TERM: INCLUDED FORMAT: HTML PAGE COUNTS FOR DOCUMENTS: INCLUDED		
10/30/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Brett Neve; MSSBK; IMAGE332-0; 14-01048-NPO DOCUMENT 332-0	9.00	0.90
10/30/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Brett Neve; SCBK; IMAGE127-0; 11-06207-DD	30.00	3.00
10/30/18	E106	Online Research - Westlaw; Andrew Nadler	1.00	488.73
11/02/18	E106	Online Research / Lexis-Nexis; HOLM, RICHARD	1.00	51.35
11/06/18	E106	Online Research / Lexis-Nexis; HOLM, RICHARD	1.00	102.70
11/06/18	E106	Online Research - Westlaw; Richard Holm	1.00	608.19
11/06/18	E106	Online Research / Lexis-Nexis; HOLM, RICHARD	1.00	34.45
11/06/18	E106	Online Research / Lexis-Nexis; HOLM, RICHARD	1.00	3.90
11/07/18	E106	Online Research / Lexis-Nexis; HOLM, RICHARD	1.00	102.70
11/07/18	E106	Online Research - Westlaw; Richard Holm	1.00	275.40
11/12/18	E106	Online Research / Lexis-Nexis; HOLM, RICHARD	1.00	51.35
11/12/18	E106	Online Research / Lexis-Nexis; HOLM, RICHARD	1.00	1.30
11/16/18	E106	Online Research - Westlaw; Richard Holm	1.00	57.37
11/20/18	E106	Online Research - Westlaw; Richard Holm	1.00	80.33
Total for E106 - Online Research / Lexis-Nexis				\$1,875.47

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Timekeeper Summary

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Attorneys			
SUZZANNE UHLAND	1,115.50	6.1	6,804.55
PETER FRIEDMAN	914.75	1.2	1,097.70
MARIA J. DICONZA	892.50	0.6	535.50
GARO HOPLAMAZIAN	743.75	11.5	8,553.15
BRETT M. NEVE	654.50	15.6	10,210.20
RICHARD HOLM	722.50	63.6	45,951.00
IRENE BLUMBERG	432.75	2.3	995.33
Total for Attorneys		100.9	74,147.43
Total		100.9	74,147.43

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Task Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
SUZZANNE UHLAND	Partner	1,115.50	3.7	4,127.35
PETER FRIEDMAN	Partner	914.75	0.4	365.90
BRETT M. NEVE	Associate	654.50	8.2	5,366.90
Total for 004 BUSINESS OPERATIONS			12.3	9,860.15
SUZZANNE UHLAND	Partner	1,115.50	0.5	557.75
BRETT M. NEVE	Associate	654.50	0.3	196.35
Total for 005 CASE ADMINISTRATION			0.8	754.10
BRETT M. NEVE	Associate	654.50	7.1	4,646.95
Total for 006 CLAIMS ADMINISTRATION AND OBJECTIONS			7.1	4,646.95
PETER FRIEDMAN	Partner	914.75	0.8	731.80
Total for 007 CORPORATE GOVERNANCE AND BOARD MATTERS			0.8	731.80
MARIA J. DICONZA	Partner	892.50	0.6	535.50
RICHARD HOLM	Associate	722.50	63.6	45,951.00
Total for 015 PLAN OF ADJUSTMENT			64.2	46,486.50
SUZZANNE UHLAND	Partner	1,115.50	1.9	2,119.45
GARO HOPLAMAZIAN	Counsel	743.75	11.5	8,553.15
IRENE BLUMBERG	Associate	432.75	2.3	995.33
Total for 020 MEDIATION			15.7	11,667.93

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY
Matter Name: HTA TITLE III
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HTA TITLE III

For Professional Services Rendered Through December 31, 2018

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
006 CLAIMS ADMINISTRATION AND OBJECTIONS			
12/05/18	B NEVE	DRAFT AND REVISE MEMORANDUM RE: [REDACTED]	1.7
12/06/18	B NEVE	DRAFT AND REVISE MEMORANDUM RE: [REDACTED]	1.3
12/10/18	B NEVE	DRAFT AND REVISE MEMORANDUM RE: [REDACTED]	1.0
12/11/18	B NEVE	DRAFT AND REVISE MEMORANDUM RE: [REDACTED]	0.3
12/14/18	B NEVE	DRAFT AND REVISE MEMORANDUM RE: [REDACTED]	0.7
12/28/18	B NEVE	REVIEW AND ANALYZE [REDACTED]	0.3
Total	006 CLAIMS ADMINISTRATION AND OBJECTIONS		5.3
017 REPORTING			
12/10/18	J BEISWENGER	REVIEW AND REVISE HTA 2017 DRAFT AUDITED FINANCIAL STATEMENTS.	1.8
12/11/18	J BEISWENGER	REVIEW AND REVISE HTA 2017 FINANCIAL STATEMENTS.	3.3
12/13/18	J BEISWENGER	REVIEW AND REVISE MANAGEMENT'S DISCUSSION AND ANALYSIS RE: HTA 2017 FINANCIAL STATEMENTS (2.4); REVIEW AND REVISE NOTES TO HTA 2017 FINANCIAL STATEMENTS (4.2).	6.6
12/14/18	J BEISWENGER	DRAFT AND REVISE NOTES TO HTA 2017 FINANCIAL STATEMENTS RE: [REDACTED] (1.6); DRAFT AND REVISE SAME RE: [REDACTED] (1.9); DRAFT AND REVISE SAME RE: [REDACTED] (1.4); DRAFT AND REVISE SAME RE: [REDACTED] (1.1); DRAFT AND REVISE SAME RE: [REDACTED] (2.3).	8.3
12/15/18	J BEISWENGER	DRAFT AND REVISE HTA 2017 FINANCIAL STATEMENTS RE: [REDACTED] (3.2); DRAFT AND REVISE SAME RE: SUBSEQUENT EVENTS (2.1).	5.3
12/16/18	J BEISWENGER	DRAFT AND REVISE HTA 2017 FINANCIAL STATEMENTS.	4.6
12/17/18	S UHLAND	REVIEW AND REVISE HTA FINANCIAL STATEMENTS (1.8); ANALYZE DOCUMENTS TO BE POSTED TO DATAROOM (1.2).	3.0
12/17/18	J BEISWENGER	REVIEW AND REVISE HTA 2017 FINANCIAL STATEMENTS RE: [REDACTED] (2.3); REVIEW AND REVISE SAME RE: SUBSEQUENT EVENTS (3.4); REVIEW AND REVISE SAME RE: [REDACTED] (2.1).	7.8

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 Matter Name: HTA TITLE III
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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
12/18/18	J BEISWENGER	CORRESPOND W/ I. BLUMBERG RE: LITIGATION REVISIONS TO HTA 2017 FINANCIAL STATEMENTS (.6); CORRESPOND W/ M. KREMER RE: [REDACTED] TO HTA 2017 FINANCIAL STATEMENTS (.2); CORRESPOND W/ J. HERNANDEZ RE: STATUS OF HTA 2017 FINANCIAL STATEMENTS (.1); DRAFT AND REVISE HTA 2017 FINANCIAL STATEMENTS (2.8).	3.7
12/19/18	J BEISWENGER	COMMUNICATIONS W/ J. HERNANDEZ CARRERAS RE: STATUS OF HTA 2017 FINANCIAL STATEMENTS (.2); DRAFT AND REVISE HTA 2017 FINANCIAL STATEMENTS RE: [REDACTED] (1.3); DRAFT AND REVISE HTA 2017 FINANCIAL STATEMENTS RE: CONFORMING DEFINED TERMS (1.1); [REDACTED] (3.7).	6.3
12/20/18	S UHLAND	REVIEW AND REVISE HTA FINANCIAL STATEMENTS.	1.2
12/20/18	J BEISWENGER	DRAFT AND REVISE HTA 2017 FINANCIAL STATEMENTS RE: P. FRIEDMAN AND S. UHLAND COMMENTS (.9); EMAILS W/ J. HERNANDEZ RE: O'MELVENY TEAM COMMENTS TO HTA 2017 FINANCIAL STATEMENTS (.2).	1.1
Total	017 REPORTING		53.0
020 MEDIATION			
12/03/18	S UHLAND	DRAFT AND REVISE MEDIATION RESPONSE TO A. MILLER.	0.4
12/03/18	G HOPLAMAZIAN	REVISE DRAFT RESPONSE LETTER TO [REDACTED] RE: MEDIATION REQUESTS (.4); REVIEW REPORTS IN RESPONSE TO REQUESTS (.2); CORRESPOND W/ PMA RE: MEDIATION REQUESTS (.3).	0.9
12/04/18	G HOPLAMAZIAN	REVISE DRAFT LETTER RESPONDING TO MEDIATION REQUESTS.	0.3
12/05/18	G HOPLAMAZIAN	REVISE DRAFT RESPONSE LETTER RE: MEDIATION REQUESTS (.3); CORRESPOND W/ A&M AND ANKURA RE: SAME (.3).	0.6
12/06/18	G HOPLAMAZIAN	TELEPHONE CONFERENCE W/ ANKURA RE: RESPONSE TO MEDIATION REQUESTS (.2); REVISE DRAFT LETTER RESPONDING TO [REDACTED] MEDIATION REQUESTS (.9).	1.1
12/07/18	S UHLAND	REVIEW AND REVISE HTA MEDIATION RESPONSE LETTER (.7); CONFERENCE W/ E. LAPUMA RE: [REDACTED] QUESTIONS (.4).	1.1
12/07/18	G HOPLAMAZIAN	REVIEW DOCUMENTS RECEIVED FROM HTA AND ALVAREZ & MARSAL IN RESPONSE TO MEDIATION REQUESTS (.3); REVISE DRAFT RESPONSE LETTER (.3).	0.6
12/08/18	G HOPLAMAZIAN	REVIEW DOCUMENTS RECEIVED FROM ALVAREZ & MARSAL IN RESPONSE TO MEDIATION REQUESTS.	0.3
12/09/18	G HOPLAMAZIAN	CORRESPOND W/ S. UHLAND RE: RESPONSE TO MEDIATION REQUESTS (.1); CORRESPOND W/ [REDACTED] RE: SAME (.1).	0.2
12/11/18	G HOPLAMAZIAN	REVISE DRAFT RESPONSE LETTER TO [REDACTED] RE: MEDIATION REQUESTS (.2); CORRESPOND W/ PMA RE: SAME (.2).	0.4
12/12/18	G HOPLAMAZIAN	REVISE DRAFT RESPONSE LETTER TO [REDACTED] RE: MEDIATION REQUESTS.	0.3

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
12/13/18	G HOPLAMAZIAN	REVISE DRAFT RESPONSE LETTER TO [REDACTED] RE: MEDIATION REQUESTS (.3); DISCUSS SAME W/ S. UHLAND (.1).	0.4
12/14/18	G HOPLAMAZIAN	CORRESPOND W/ S. UHLAND RE: RESPONSE LETTER TO [REDACTED]	0.1
12/17/18	G HOPLAMAZIAN	REVISE DRAFT RESPONSE LETTER TO AMBAC RE: MEDIATION REQUESTS (.4); CORRESPOND W/ OMM TEAM RE: FEASIBILITY REPORTS IN RESPONSE TO SAME (.2); CORRESPOND W/ A&M, PMA, AND ANKURA RE: DRAFT RESPONSE (.2).	0.8
12/18/18	G HOPLAMAZIAN	REVISE DRAFT RESPONSE TO AMBAC RE: MEDIATION REQUESTS (.8); TELEPHONE CONFERENCE W/ A&M RE: SAME (.3); DRAFT CLIENT EMAIL RE: SAME (.2).	1.3
12/19/18	G HOPLAMAZIAN	REVISE DRAFT RESPONSE LETTER TO AMBAC RE: MEDIATION REQUESTS (.2); DISCUSS STATUS OF MEDIATION REQUESTS W/ A. SAX-BOLDER (.5).	0.7
12/20/18	G HOPLAMAZIAN	REVISE DRAFT RESPONSE LETTER TO AMBAC RE: MEDIATION REQUESTS (.2); CORRESPOND W/ A&M RE: SAME (.2).	0.4
12/21/18	G HOPLAMAZIAN	REVISE DRAFT RESPONSE TO [REDACTED] RE: MEDIATION REQUESTS (.3); FINALIZE AND SERVE LETTER (.3); UPLOAD RELATED DOCUMENTS TO DATAROOM (.5).	1.1
Total	020 MEDIATION		11.0
Total Hours			69.3
Total Fees			49,991.50

Disbursements

Copying	\$43.20
Data Hosting Fee	1,033.01
Online Research	227.50
Other Professionals	55.98
Total Disbursements	\$1,359.69
Total Current Invoice	\$51,351.19

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<u>Date</u>	<u>Cost Type</u>	<u>Description</u>	<u>Qty</u>	<u>Amount</u>
12/13/18	E101	Lasertrak Printing - Hoplamazian, Garabed Pages: 3	3.00	\$0.30
12/13/18	E101	Lasertrak Printing - Hoplamazian, Garabed Pages: 121	121.00	12.10
12/13/18	E101	Lasertrak Printing - Hoplamazian, Garabed Pages: 62	62.00	6.20
12/13/18	E101	Lasertrak Printing - Hoplamazian, Garabed Pages: 3	3.00	0.30
12/13/18	E101	Lasertrak Printing - Hoplamazian, Garabed Pages: 73	73.00	7.30
12/13/18	E101	Lasertrak Printing - Hoplamazian, Garabed Pages: 1	1.00	0.10
12/13/18	E101	Lasertrak Printing - Hoplamazian, Garabed Pages: 1	1.00	0.10
12/19/18	E101	Lasertrak Color Printing - Gallant, Sally Pages: 159	159.00	15.90
12/19/18	E101	Lasertrak Printing - Gallant, Sally Pages: 9	9.00	0.90
Total for E101 - Lasertrak Printing				\$43.20
11/20/18	E106	Online Research / Lexis-Nexis; HOLM, RICHARD	1.00	\$123.50
11/20/18	E106	Online Research / Lexis-Nexis; HOLM, RICHARD	1.00	102.70
11/20/18	E106	Online Research / Lexis-Nexis; HOLM, RICHARD	1.00	1.30
Total for E106 - Online Research / Lexis-Nexis				\$227.50
11/30/18	E123	WISCONSIN TECHSEARCH - Other Professional Services (Accounts Payable) - WISCONSIN TECHSEARCH - 18NOV8558 - - R HOLM - DOCUMENT DELIVERY FEES 11/7/18 (H. BLISS), 11/30/18	1.00	\$41.98
12/03/18	E123	NEW YORK LAW INSTITUTE - Other Professional Services (Accounts Payable) Other Professional Services (Accounts Payable) - NEW YORK LAW INSTITUTE - 16635 - - R HOLM - DOCUMENT DELIVERY FEES 11/7/18 (H. BLISS), 12/03/18	1.00	14.00
Total for E123 - Other Professional Services (Accounts Payable)				\$55.98
12/31/18	E160DHF	Data Hosting Fee - Total_GB = 86.08434957 For Period 12/01/2018 to 12/31/2018	1.00	\$1,033.01
Total for E160DHF - Data Hosting Fee				\$1,033.01

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Timekeeper Summary

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Attorneys			
SUZZANNE UHLAND	1,115.50	5.7	6,358.35
GARO HOPLAMAZIAN	743.75	9.5	7,065.67
JACOB T. BEISWENGER	678.25	48.8	33,098.63
BRETT M. NEVE	654.50	5.3	3,468.85
Total for Attorneys		69.3	49,991.50
Total		69.3	49,991.50

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Task Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
BRETT M. NEVE	Associate	654.50	5.3	3,468.85
Total for 006 CLAIMS ADMINISTRATION AND OBJECTIONS			5.3	3,468.85
SUZZANNE UHLAND	Partner	1,115.50	4.2	4,685.10
JACOB T. BEISWENGER	Counsel	678.25	48.8	33,098.63
Total for 017 REPORTING			53.0	37,783.73
SUZZANNE UHLAND	Partner	1,115.50	1.5	1,673.25
GARO HOPLAMAZIAN	Counsel	743.75	9.5	7,065.67
Total for 020 MEDIATION			11.0	8,738.92

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